

CLOSING MEMORANDUM

PURCHASE AND SALE

between

BOEING ELECTRON DYNAMIC DEVICES, INC.,

as Seller,

and

HEARTLAND INVESTMENTS, INC.,

as Purchaser

Building 237

Torrance, California

I. Closing.

The Grant Deed was recorded on December 27, 2001.

II. Documents.

- 1 Delegation of Commitment Authority executed Boeing Electron Dynamic Devices, Inc. ("Seller"), dated October 5, 2001, and Good Standing Certificate issued by the State of Delaware to Seller on December 26, 2001.
- 2 Real Property Purchase and Sale Agreement and Escrow Instructions between Seller and Heartland Investments, Inc., a California corporation ("Heartland"), dated October, 2001.
- 3 Preliminary Title Report issued by Chicago Title Company ("Chicago Title") on September 14, 2001.
- 4 Amendment to Escrow Instructions entered into among Seller, Heartland and Lomita Partners, LLC, a California limited liability company ("Buyer"), dated December 19, 2001.
- 5 Reinstatement and First Amendment to Real Property Purchase and Sale Agreement and Escrow Instructions between Seller and Buyer, dated December 20, 2001.
- 6 Tenant Estoppel Certificate delivered by General Motors Corporation to Heartland, dated December 5, 2001.
- 7 Assignment and Assumption of Lease between Seller and Buyer, dated December 27, 2001.

- 8 Shared License Agreement between Seller and Buyer, dated December 27, 2001.
- 9 Bill of Sale executed by Seller on December 27, 2001.
- 10 Grant Deed executed by Seller and recorded on December 27, 2001 in the Official Records of Los Angeles County, California as Instrument No. 01-2481433.
- 11 Easement Agreement between Seller and Buyer recorded on December 27, 2001 in the Official Records of Los Angeles County, California as Instrument No. 01-2481434.
- 12 Environmental Indemnification, Remediation, Access, Use and Waiver of Claims Agreement between Seller and Buyer, dated December 27, 2001.
- 13 Memorandum of Environmental Indemnification, Remediation, Access, Use and Waiver of Claims Agreement recorded on December 27, 2001 in the Official Records of Los Angeles County, California as Instrument No. 01-2481435.
- 14 Guaranty made by Seller for the benefit of Buyer, dated December 27, 2001.
- 15 Memorandum of Profit Participation recorded on December 27, 2001 in the Official Records of Los Angeles County, California as Instrument No. 01-2481436.
- 16 California Form 590 and Federal Certification of Non-Foreign Status executed by Seller on December 27, 2001.
- 17 Seller's Settlement Statement issued by Chicago Title to Seller on December 27, 2001.
- 18 Assignment and Assumption of Environmental Indemnification, Remediation, Access, Use and Waiver of Claims Agreement between Boeing Electron Dynamic Devices, Inc., TBC and Lomita Partners dated 6-23-04